



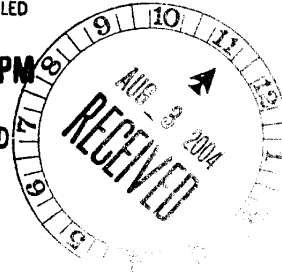
CORPORATION SERVICE COMPANY

RECORDATION NO. 24355-A FILED

AUG 03 '04

4-03 PM

SURFACE TRANSPORTATION BOARD



August 2, 2004

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

RE: 128401-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of June 22, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **SOLVAY CHEMICALS INC**  
3333 Richmond Avenue, Houston, TX 77098

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **SOLVAY CHEMICALS INC**, covering 15 rails car with reporting marks and numbers -CEFX 154103 - CEFX 154261 - NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation # 24355 dated 03/11/03 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist  
Corporation Service Company  
801 Adlai Stevenson Drive  
Springfield, IL 62703  
(800) 995-5071 ext. 3813

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 22<sup>nd</sup> day of June, 2004 is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and SOLVAY CHEMICALS, INC., a Delaware corporation, with an address at 3333 Richmond Avenue, Houston, TX, 77098 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Solvay Minerals, Inc., as lessee, and The CIT Group/Equipment Financing, Inc., as lessor, entered into a Master Railcar Lease, and Schedule No. 01 thereto, each dated as of December 31, 2002 (hereinafter collectively referred to as the "Lease"), which Lease was filed and recorded pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on March 11, 2003 as Recordation Number 24355.

WHEREAS, Solvay Chemicals, Inc. has acquired Solvay Minerals, Inc. interest in the Lease and has assumed all of the obligations of lessee under the Lease, and is now the Lessee under the Lease pursuant to a Leasing Transfer Agreement dated 6/22/04 and wish to show for the public record the existence of the Leasing Transfer Agreement and the respective interests therein of the parties and a description of the equipment (the "Equipment") as set forth in Schedule A attached hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

RECORDATION NO. 24355-17 FILED

AUG 03 '04

4-03 PM

SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

SOLVAY CHEMICALS, INC.

By: C. J. Berni  
Name: CAMERON J. BERNI  
Title: DIRECTOR OF LOGISTICS

## Schedule A

Number of Cars		Equipment Description
15		4,650 C.F. covered hopper car with gravity gates and trough hatches
1	CEFX	154103
2	CEFX	154142
3	CEFX	154163
4	CEFX	154171
5	CEFX	154193
6	CEFX	154197
7	CEFX	154212
8	CEFX	154214
9	CEFX	154217
10	CEFX	154219
11	CEFX	154220
12	CEFX	154223
13	CEFX	154228
14	CEFX	154233
15	CEFX	154261